



May 4, 2017

3609 S. Wadsworth Blvd. , Suite 340
Lakewood, CO 80235

Steven Mah
1120 Lincoln Street, Suite 801
Denver CO 80203

Mr. Mah,

Following is TOP Operating. Co's (TOP) detailed response to the Notice of Alleged Violation (NOAV), Document Number 401245081. This response includes the Colorado Oil and Gas Commission's Description of the Alleged Violation, Abatement or Correction Action Required to be performed by the Operator.

Rule 326 Mechanical Integrity Testing

The well produced in December of 2015 as evidenced by the DCP check stub in Exhibit A. This is reflected in the COGCC production database. According to Rule 326, TOP would not need to perform a mechanical integrity test again until December 2017. TOP did not bring the well back online to avoid a mechanical integrity test. TOP was awaiting the availability of a separator that would allow the well to operate again. The separator was replaced on January of 2017 and the well continues to be in production as indicated by the production records for February of 2017 and subsequent months.

Rule 603.f Statewide Equipment, Weeds, and Trash requirements

According to the NOAV document, weeds were originally found on location on December 9, 2015 and subsequently on November 8, 2016. Weeds were removed in January 14, 2016, sprayed in May 31, 2016 (see Exhibit B).

In the November 8, 2016 inspection report, the date for removal of the weeds was 02/09/2016. TOP interpreted that date to mean 02/09/2017 since it would be impossible to remove the weeds prior to the date that the inspection report was written. On January 12, 2017, TOP filed a Form 42 for reinspection of the facility. On that date, an email (Exhibit C) was also sent to the COGCC explaining the cleanup. In that email, TOP explained that some of the "trash" was material used by the farmer or items that would be used when a new separator was placed at the Hays 1 facility in a few weeks. This information was placed in an email as the COGCC Form 42 does not allow any type of comments. The weeds were cleaned within the separator and tank battery berm. On this location (as well as some other TOP locations), TOP does not spray weeds on the access road or well head, out of respect for the farmer and the crops that he/she will be planting on the surface. Typically, the farmer plows these weeds under in the winter when they are dry and dead. This was done in April as can be seen in the pictures of the area (Exhibit D).

TOP replaced the separator on the Hays 1 on February 8, 2017 removing the weeds, as well as using the items at the facility to level and balance the new separator. The well was operating on a daily basis from this date forward. Pictures of the wells site are included in Exhibit D.

Rule 906.a Spills and Releases - General

In the January 12 email to the COGCC, TOP stated that they could not locate the stained soil due to snow coverage. The email also stated that the stained soil may be unrelated to E&P waste and may be related to the nearby railroad unlawfully using the battery location for equipment and inventory staging in June, 2015. TOP took soil samples and condensate samples to be analyzed by a third party lab. The chemical analysis of a soil sample (Exhibit E) from the location and a sample of condensate from the Hays 1 shows that *“The source of the fuel in the soil sample is not the same as the fuel type in the product sample and must be from a different source.”*

Per the Abatement or Corrective Action Required to be Performed by Operator, has field a Form 27 and is consulting COGCC environmental staff for technical assistance in remediation.

Sincerely,

Paul Herring

CERTIFICATE OF SERVICE

On May 4, 2017, a true and correct copy of the NOAV and this cover letter, were sent by Certified US Mail, return receipt requested, and electronic mail to the following:

Steven Mah
1120 Lincoln Street, Suite 801
Denver, CO 80203

steven.mah@state.co.us

Paul Herring

DCP MIDSTREAM, LP
Revenue Disbursements
6120 S Yale, Suite 200
Tulsa, OK 74136
918-524-0944
divordergrp@dcpmidstream.com

OWNER NUMBER
124394.0
PAYEE NAME
TOP OPERATING CO

CHECK NUMBER
0000149184
CHECK DATE
01/31/2016



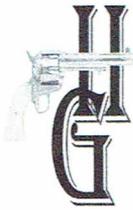
LEASE #		LEASE NAME				ST	COUNTY								
SALE MO	P R D	BBL/MCF	BTU FACTOR	PRICE	GROSS VALUE	NET VALUE	DECIMAL INTEREST	INT TYP	OWNER GROSS VALUE	TAX CODE	OWNER STATE TAX	DED CODE	DEDUCTIONS	OWNER NET VALUE	

[REDACTED]														
30884														
12/15	G	36	1.25											73.42
45080														
[REDACTED]														

ENTERED *dfc*

RECEIVED
FEB 05 2016
BY: [Signature]

TOTAL OF THIS CHECK	2,518.75	2,518.75	3.74	0.00	2,515.01
TCOCO COLORADO CONSERVATION TAX					
TCOSV COLORADO SEVERANCE TAX					



Hired Gun Weed & Pest Control LLC
 25307 County Road 50
 Kersey, CO 80644
 (970)405-3249
 sales@hgwc.net

Invoice

Date	Invoice #
7/1/2016	3495

Bill To
TOP Operating Murray Herring 3609 S. Wadsworth Blvd. Ste 340 Lakewood, CO 80235 303-727-9915

Application Address
MAR 1 - 2017

Truck #	Terms
	Due upon Receipt

P.O. No.	Job No.

Item	Quantity	Description	U/M	Rate	Amount
Sterilant (Bare Gr...)	186,597	Top Operation Well Locations: 2016	ea	0.017	3,172.15
		<p>Coonter 1 AD Well ✓</p> <p>Coonter # 2,3 ✓</p> <p>Hays 2 ✓</p> <p>Hays 1, Hays Thurman 1 ✓</p> <p>Di TA # 1A Dittiro ✓</p> <p>Di TA # 1, 2 ✓</p> <p>Di TA 1A Well ✓</p> <p>Haley NO 1, Haley 1 Battery, Well 3,2,10 ✓</p> <p>Knitz 1 and 2 Battery ✓</p> <p>Mayenda Jonny 2 ✓</p> <p>Pedicord 1 ✓</p> <p>Powel, Sefreni Gas Unit 1 ✓</p> <p>Rider #1 - plugged</p> <p>Sherwood</p> <p>Runyan 1, 3, TB, Tank Battery</p> <p>St- 31c Tank Battery st-31 2c</p> <p>Tanaka 1</p> <p>Tech see map for details & specific instructions. HG guarantees this application for 1 entire growing season, EXCEPT if there are human disturbances outside of the guidelines of the application area, or unforeseen acts of weather or any other natural disasters. Application MUST BE WATERED IN, after 4 hours and within 21 days to be effective. Please inspect within 12-15 days for quality control & contact office with concerns immediately.</p> <p>KEEP CHILDREN & PETS OFF UNTIL DRY! Application is applied per product label.</p>			

Commercial applicators are licensed by the Colorado Department of Agriculture.
 Commercial applicators are licensed by the Wyoming Department of Agriculture.
 This invoice includes all labor and chemicals.
 Thank you for your business

Total	\$3,172.15
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Make all checks payable to Hired Gun Weed & Pest Control LLC.

Subject: Document 672500260 - Hays #1 Inspection

From: Paul Herring <paul.herring@topoperating.com>

Date: 1/12/2017 2:16 PM

To: jason.gomez@state.co.us

CC: Steven Mah - DNR <steven.mah@state.co.us>, margaret.ash@state.co.us, James Precup - DNR <james.precup@state.co.us>, Jeff Freitas <jeff.freitas@topoperating.com>, Rod Herring <rod.herring@topoperating.com>

Jason,

I filed the Form 42 this morning for the re-inspection of the Hays 1. I wasn't able to add comments in the form so I am providing this in the email.

The following details the issues as documented in the inspection and our response:

WEEDS AT WELLHEAD AND ACCESS ROAD TO WELLHEAD/IN BERM OF TANK BATTERY STILL HAVE NOT BEEN (sic) MITIGATED FROM PREVIOUS INSPECTION.

The cold weather, snow and rain kept us from accessing this location for a while. We have cleaned up the weeds.

TRASH AROUND WELLHEAD THESE ITEMS HAVE STILL NOT BEEN REMOVED

Trash is frequently dumped on site due to proximity to rail road and Highway 85. As of yesterday, trash has been moved where it was the farmers property or removed from site. There is a cement post and cement blocks that are still on location. These were placed there by the nearby rail road and we are attempting to contact them. We will be moving a new separator on location in the next month from another location. We will be using the cement blocks to level and secure the new separator and will be using the post to protect the separator. We are respectfully requesting that we are able to leave these items on site until we have the separator replaced, which should occur at the beginning of February.

APPROX 8'X12' STAINED SOIL PILE ON LOCATION HAS NOT BEEN REMOVED FROM PREVIOUS INSPECTION

This was difficult to locate at our visit yesterday, possibly due to being covered in snow. This may be related to the rail road using our battery location to stage material without our permission. As snow melts, we will continue to find the stained soil possibly test and mitigate, if necessary.

Although this well has been shut in in the recent past, we will be producing from the well in the next few months after we replace the separator.

Paul

--

Paul Herring
TOP Operating
3609 S. Wadsworth Blvd.
Lakewood, CO 80235
303-727-9915 (office)
720-663-1698 (cell)

Exhibit D



Exhibit D



Summit Scientific

741 Corporate Circle – Suite I ♦ Golden, Colorado 80401

303.277.9310 - laboratory ♦ 303.277.9531 - fax

April 24, 2017

Jeff Freitas

Top Operating Co

3609 South Wadsworth BLVD Suite 340

Lakewood, CO 80235

RE: Hays 1

Enclosed are the results of analyses for samples received by Summit Scientific on 04/20/17 14:35. If you have any questions concerning this report, please feel free to contact me.

Sincerely,



Paul Shrewsbury
President



Top Operating Co
3609 South Wadsworth BLVD Suite 340
Lakewood CO, 80235

Project: Hays 1
Project Number: [none]
Project Manager: Jeff Freitas

Reported:
04/24/17 10:59

ANALYTICAL REPORT FOR SAMPLES

Sample ID	Laboratory ID	Matrix	Date Sampled	Date Received
Hays 1 Soil	1704200-01	Soil	04/20/17 00:00	04/20/17 14:35
Hays 1 Oil	1704200-02	Water	04/20/17 00:00	04/20/17 14:35

Summit Scientific

The results in this report apply to the samples analyzed in accordance with the chain of custody document. This analytical report must be reproduced in its entirety.



Top Operating Co
3609 South Wadsworth BLVD Suite 340
Lakewood CO, 80235

Project: Hays 1
Project Number: [none]
Project Manager: Jeff Freitas

Reported:
04/24/17 10:59

CASE NARRATIVE

Two water samples were received at Summit Scientific's Laboratory on April 20, 2017 at 14:35 via courier. The samples arrived on ice in good condition at a temperature of 5.5 C.

8015 DRO

Both samples were run for DRO in accordance with SW846 Method 8015.

The source of the fuel in the soil sample is not the same as the fuel type in the product sample and must be from a different source.

Summit Scientific

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Top Operating Co
 3609 South Wadsworth BLVD Suite 340
 Lakewood CO, 80235

Project: Hays 1
 Project Number: [none]
 Project Manager: Jeff Freitas

Reported:
 04/24/17 10:59

Summit Scientific

1704200

S2

741 Corporate Circle, Suite J ♦ Golden, Colorado 80401
 303-277-9310 ♦ 303-374-5933

Client: Top Operating Co Project Manager: _____ Page 1 of 1
 Address: 3609 S Wadsworth Blvd Ste 340 E-Mail: jeff.freitas@topoperating.com
 City/State/Zip: Lakewood CO 80235
 Phone: 303 727-9915 Fax: _____ Project Name: HAYS 1
 Sampler Name: _____ Project Number: _____

ID	Sample Description	Date Sampled	Time Sampled	# of containers	Preservative				Matrix			Analysis Requested				Special Instructions	
					HCl	HNO3	None	Other (Specify)	Groundwater	Soil	Air-Canister #	Other (Specify)	ATP/11	chromat. card			
1	Hays 1 soil	4/20/17		1													
2	Hays 1 oil	4/20/17		1					X								
3																	
4																	
5																	
6																	
7																	
8																	
9																	
10																	

Relinquished by:	Date/Time: 4/20/17 14:37	Received by:	Date/Time: 4-20-17 14:35	Turn Around Time (Check) Same Day <input checked="" type="checkbox"/> 72 hours 24 hours <input type="checkbox"/> Standard 48 hours <input type="checkbox"/> Sample Integrity: Temperature Upon Receipt: 5.5 Intact: <input checked="" type="radio"/> Yes <input type="radio"/> No	Notes: Case Narrative
Relinquished by:	Date/Time:	Received by:	Date/Time:		
Relinquished by:	Date/Time:	Received by:	Date/Time:		

www.s2scientific.com



Top Operating Co
3609 South Wadsworth BLVD Suite 340
Lakewood CO, 80235

Project: Hays 1

Project Number: [none]
Project Manager: Jeff Freitas

Reported:
04/24/17 10:59

Sample Receipt Checklist

S2 Work Order: 1704 200

Client: Top Operating Co Client Project ID: Hays 1

Shipped Via: H/D (UPS, FedEx, Hand Delivered, Pick-up, etc.) Airbill #: _____

Matrix (check all that apply): Air Soil/Solid Water Other: oil/Fuel Product
(Describe)

Cooler ID					
Temp (°C)	<u>5.5</u>				

Thermometer ID: 61857155-K

	Yes	No	N/A	Comments (if any)
If samples require cooling, was the temperature just above 0°C to ≤ 6°C ⁽¹⁾ ?	<input checked="" type="checkbox"/>			<u>on ice</u>
NOTE: If samples are delivered the same day of sampling, this requirement is waived provided that there is evidence that cooling has begun.				
Were all samples received intact ⁽¹⁾ ?	<input checked="" type="checkbox"/>			
Was adequate sample volume provided ⁽¹⁾ ?	<input checked="" type="checkbox"/>			
If custody seals are present, are they intact ⁽¹⁾ ?		<input checked="" type="checkbox"/>		
Are short holding time analytes or samples with HTs due within 48 hours present?		<input checked="" type="checkbox"/>		
Is a chain-of-custody (COC) form present and filled out completely ⁽¹⁾ ?	<input checked="" type="checkbox"/>			
Does the COC agree with the number and type of sample bottles received ⁽¹⁾ ?	<input checked="" type="checkbox"/>			
Do the sample IDs on the bottle labels match the COC ⁽¹⁾ ?	<input checked="" type="checkbox"/>			
Is the COC properly relinquished by the client w/ date and time recorded ⁽¹⁾ ?	<input checked="" type="checkbox"/>			
For volatiles in water – is there headspace present? If yes, contact client and note in narrative.			<input checked="" type="checkbox"/>	
Are samples preserved that require preservation (excluding cooling) ⁽¹⁾ ?			<input checked="" type="checkbox"/>	
Note the type of preservative in the Comments column – HCl, H2SO4, NaOH, HNO3, ect				
If samples are acid preserved for metals, is the pH ≤ 2 ⁽¹⁾ ?			<input checked="" type="checkbox"/>	
Record the pH in Comments.				
If dissolved metals are requested, were samples field filtered?			<input checked="" type="checkbox"/>	
Additional Comments (if any):				

⁽¹⁾ If NO, then contact the client before proceeding with analysis and note in case narrative.

Paul Shrusbery
Custodian Printed Name

[Signature]
Signature or Initials of Custodian

4-20-17
Date/Time

[Signature]



Top Operating Co
 3609 South Wadsworth BLVD Suite 340
 Lakewood CO, 80235

Project: Hays 1
 Project Number: [none]
 Project Manager: Jeff Freitas

Reported:
 04/24/17 10:59

Hays 1 Soil
1704200-01 (Soil)

Summit Scientific

Extractable Petroleum Hydrocarbons by 8015

Date Sampled: **04/20/17 00:00**

Analyte	Result	Reporting Limit	Units	Dilution	Batch	Prepared	Analyzed	Method	Notes
C10-C28 (DRO)	33000	50	mg/kg	1	1704223	04/20/17	04/21/17	8015M	

Date Sampled: **04/20/17 00:00**

Analyte	Result	Reporting Limit	Units	Dilution	Batch	Prepared	Analyzed	Method	Notes
<i>Surrogate: o-Terphenyl</i>		2080 %	30-150		"	"	"	"	S-02

Summit Scientific

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Top Operating Co
 3609 South Wadsworth BLVD Suite 340
 Lakewood CO, 80235

Project: Hays 1
 Project Number: [none]
 Project Manager: Jeff Freitas

Reported:
 04/24/17 10:59

Hays 1 Oil
1704200-02 (Water)

Summit Scientific

Extractable Petroleum Hydrocarbons by 8015

Date Sampled: **04/20/17 00:00**

Analyte	Result	Reporting Limit	Units	Dilution	Batch	Prepared	Analyzed	Method	Notes
C10-C28 (DRO)	2380	5.00	mg/L	1	1704226	04/21/17	04/21/17	8015M	

Date Sampled: **04/20/17 00:00**

Analyte	Result	Reporting Limit	Units	Dilution	Batch	Prepared	Analyzed	Method	Notes
<i>Surrogate: o-Terphenyl</i>			47.2-150		"	"	"	"	S-02

Summit Scientific

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Top Operating Co
 3609 South Wadsworth BLVD Suite 340
 Lakewood CO, 80235

Project: Hays 1
 Project Number: [none]
 Project Manager: Jeff Freitas

Reported:
 04/24/17 10:59

Extractable Petroleum Hydrocarbons by 8015 - Quality Control
Summit Scientific

Analyte	Reporting			Spike Level	Source		%REC		RPD		Notes
	Result	Limit	Units		Result	%REC	Limits	RPD	Limit		

Batch 1704223 - EPA 3550A

Blank (1704223-BLK1)

Prepared & Analyzed: 04/20/17

C10-C28 (DRO)	ND	50	mg/kg								
<i>Surrogate: o-Terphenyl</i>	15.1		"	12.5		121	30-150				

LCS (1704223-BS1)

Prepared & Analyzed: 04/20/17

C10-C28 (DRO)	504	50	mg/kg	499		101	73-134				
<i>Surrogate: o-Terphenyl</i>	15.4		"	12.5		123	30-150				

Matrix Spike (1704223-MS1)

Source: 1704203-01

Prepared & Analyzed: 04/20/17

C10-C28 (DRO)	493	50	mg/kg	499	46.8	89.5	50-148				
<i>Surrogate: o-Terphenyl</i>	14.8		"	12.5		118	30-150				

Matrix Spike Dup (1704223-MSD1)

Source: 1704203-01

Prepared & Analyzed: 04/20/17

C10-C28 (DRO)	504	50	mg/kg	499	46.8	91.6	50-148	2.14	20		
<i>Surrogate: o-Terphenyl</i>	14.7		"	12.5		118	30-150				

Summit Scientific

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Top Operating Co
3609 South Wadsworth BLVD Suite 340
Lakewood CO, 80235

Project: Hays 1
Project Number: [none]
Project Manager: Jeff Freitas

Reported:
04/24/17 10:59

Notes and Definitions

S-02 The surrogate recovery for this sample cannot be accurately quantified due to interference from coeluting organic compounds present in the sample extract.

DET Analyte DETECTED

ND Analyte NOT DETECTED at or above the reporting limit

NR Not Reported

dry Sample results reported on a dry weight basis

RPD Relative Percent Difference